

RECORDATION NO. 28064-A  
FILED

OCT 23 '09 -11 15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LISTER

October 23, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of October 7, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 28064.

The names and addresses of the parties to the enclosed document are.

Assignor: Elmore Financial, LLC  
696 N. 8<sup>th</sup> Street  
Brawley, CA 92227

Assignee: Wells Fargo Equipment Finance, Inc  
733 Marquette Avenue South  
Investors Building, Suite 700  
Minneapolis, Minnesota 55402

Anne K. Quinlan, Esquire  
October 23, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

62 wood chip hopper railcars within the series IFRX 7116 - IFRX 7143 (formerly RMGX) and IFRX 592041 - IFRX 592965 (formerly MP) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is

Memorandum of Assignment Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

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**WELLS  
FARGO**

Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

OCT 23 '09 -11 15 AM

**SURFACE TRANSPORTATION BOARD**

**Memorandum of  
Assignment Agreement**

*This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 7<sup>th</sup> day of October, 2009, by and between Elmore Financial, LLC, a California limited liability company ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").*

**WITNESSETH**

*1. Assignor has agreed to assign to Assignee that certain Schedule No. 1 to Master Lease Agreement dated January 17, 2008, between Assignor, as Lessor and International Paper Company, as Lessee for the sixty-two (62) used wood chip hopper railcars as further described on Schedule A hereto.*

*2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.*

*In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of October 7, 2009.*

Wells Fargo Equipment Finance, Inc.

By:

*[Signature]*

Title:

*Sr. Contract Admin*

*[Signature]*

**Julie Milbrath  
Assistant Vice President**

Elmore Financial, LLC

By:

*[Signature]*

**Howard J. Elmore, Manager**

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_, 2009, before me, a Notary Public of the City and State aforesaid, personally appeared Howard J. Elmore, to me personally known, who being by me duly sworn, says that he is the Manager of Elmore Financial, LLC, a California limited liability company, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

SEE ATTACHED CERTIFICATE

\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF Minnesota  
COUNTY OF Hennepin

On this 21<sup>st</sup> day of October, 2009, before me a Notary Public of the City and State aforesaid, personally appeared Julie Milbrath, to me personally known who being by me duly sworn, says that (he/she) is an Assistant Vice President of Wells Fargo Equipment Finance, Inc. that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

Linda M. Seierstad  
Notary Public

My commission expires:



# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

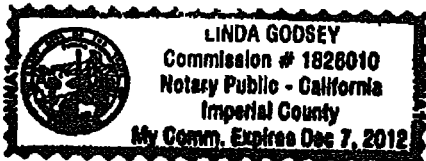
State of California

County of Imperial

On 10/13/2009 before me, \* Linda Godsey, Notary Public \*  
Date Here Insert Name and Title of the Officer

personally appeared \*\* Howard J. Elmore \*\*  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Signature of Notary Public

## OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

### Description of Attached Document

Title or Type of Document: Memorandum of Assignment Agreement

Document Date: October 7, 2009 Number of Pages: 1

Signer(s) Other Than Named Above: Wells Fargo Equipment Finance, Inc.

### Capacity(ies) Claimed by Signer(s)

Signer's Name: Howard J. Elmore

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney In Fact  
☐ Trustee  
☐ Guardian or Conservator  
☒ Other: Manager

Signer Is Representing: Elmore Financial, LLC

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney In Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here



Wells Fargo Equipment Finance, Inc  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

**Schedule A**  
**To Memorandum of**  
**Assignment Agreement**

Contract Number: 0008725-701 dated as of October 7, 2009

Debtor: Elmore Financial, LLC

Page 1 of 2

*Equipment Description: Sixty-Two (62) 7,000 cubic foot (nominal) Woodchip Hopper Open Top Railcars originally built in 1988 with the current markings as more completely detailed below:*


| Record Id | Car Mark | Car Num | Prev Mark | Prev Unit Num |
|-----------|----------|---------|-----------|---------------|
| 803349    | IFRX     | 592682  | MP        | 592682        |
| 803302    | IFRX     | 592235  | MP        | 592235        |
| 803326    | IFRX     | 592522  | MP        | 592522        |
| 803382    | IFRX     | 592944  | MP        | 592944        |
| 803285    | IFRX     | 592041  | MP        | 592041        |
| 803386    | IFRX     | 592965  | MP        | 592965        |
| 803379    | IFRX     | 592923  | MP        | 592923        |
| 803373    | IFRX     | 592884  | MP        | 592884        |
| 803360    | IFRX     | 592764  | MP        | 592764        |
| 803352    | IFRX     | 592715  | MP        | 592715        |
| 803339    | IFRX     | 592616  | MP        | 592616        |
| 803338    | IFRX     | 592607  | MP        | 592607        |
| 803333    | IFRX     | 592564  | MP        | 592564        |
| 803315    | IFRX     | 592354  | MP        | 592354        |
| 803311    | IFRX     | 592317  | MP        | 592317        |
| 803307    | IFRX     | 592254  | MP        | 592254        |
| 803297    | IFRX     | 592145  | MP        | 592145        |
| 803286    | IFRX     | 592053  | MP        | 592053        |
| 803341    | IFRX     | 592621  | MP        | 592621        |
| 803378    | IFRX     | 592914  | MP        | 592914        |
| 803336    | IFRX     | 592597  | MP        | 592597        |
| 803304    | IFRX     | 592243  | MP        | 592243        |
| 803345    | IFRX     | 592647  | MP        | 592647        |
| 803288    | IFRX     | 592059  | MP        | 592059        |
| 803305    | IFRX     | 592251  | MP        | 592251        |
| 803310    | IFRX     | 592275  | MP        | 592275        |
| 803320    | IFRX     | 592454  | MP        | 592454        |
| 803331    | IFRX     | 592550  | MP        | 592550        |
| 803344    | IFRX     | 592641  | MP        | 592641        |



|        |      |        |      |        |
|--------|------|--------|------|--------|
| 803384 | IFRX | 592953 | MP   | 592953 |
| 803324 | IFRX | 592495 | MP   | 592495 |
| 803329 | IFRX | 592542 | MP   | 592542 |
| 803335 | IFRX | 592591 | MP   | 592591 |
| 803368 | IFRX | 592820 | MP   | 592820 |
| 803372 | IFRX | 592867 | MP   | 592867 |
| 803308 | IFRX | 592261 | MP   | 592261 |
| 803313 | IFRX | 592346 | MP   | 592346 |
| 803350 | IFRX | 592692 | MP   | 592692 |
| 803355 | IFRX | 592729 | MP   | 592729 |
| 803300 | IFRX | 592193 | MP   | 592193 |
| 803309 | IFRX | 592272 | MP   | 592272 |
| 803318 | IFRX | 592436 | MP   | 592436 |
| 803334 | IFRX | 592573 | MP   | 592573 |
| 803357 | IFRX | 592749 | MP   | 592749 |
| 803358 | IFRX | 592751 | MP   | 592751 |
| 803376 | IFRX | 592903 | MP   | 592903 |
| 803359 | IFRX | 592763 | MP   | 592763 |
| 8768   | IFRX | 7132   | RMGX | 7132   |
| 8754   | IFRX | 7118   | RMGX | 7118   |
| 8776   | IFRX | 7140   | RMGX | 7140   |
| 8765   | IFRX | 7129   | RMGX | 7129   |
| 8752   | IFRX | 7116   | RMGX | 7116   |
| 8760   | IFRX | 7124   | GNRR | 7124   |
| 8757   | IFRX | 7134   | RMGX | 7121   |
| 8779   | IFRX | 7143   | GNRR | 7143   |
| 8777   | IFRX | 7141   | RMGX | 7141   |
| 8769   | IFRX | 7133   | RMGX | 7133   |
| 8764   | IFRX | 7128   | RMGX | 7128   |
| 8772   | IFRX | 7136   | RMGX | 7136   |
| 8759   | IFRX | 7123   | RMGX | 7123   |
| 8778   | IFRX | 7142   | GNRR | 7142   |
| 8753   | IFRX | 7117   | GNRR | 7117   |

Dated: October 7, 2009 ]

Lessee: Elmore Financial, LLC

By. 

Title: Howard J. Elmore, Manager

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated.

10/23/09



Robert W. Alvord